

MARCH 3d, 1814.

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Read the first and second time and committed to a committee of the whole house on Monday next.

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## A Bill

*Establishing the Bank of the Metropolis.*

1       *Be it enacted by the senate and house of representatives*  
2       *of the United States of America in congress assembled, That*  
3       all those persons who, on the third day of January, in the year  
4       one thousand eight hundred and fourteen, at the city of Wash-  
5       ington, subscribed certain articles of association, and formed a  
6       company or limited partnership under the name and style of  
7       “The President and Directors of the Bank of the Metropolis,”  
8       and who do or shall, at any time hold any share or shares in the  
9       joint stock thereof, and their assignees and successors, being  
10      stockholders as aforesaid, shall be, and they are hereby made and  
11      constituted a body corporate and politic, by the name and style  
12      of “The President and Directors of the Bank of the Metropo-

13 lis;" and by that name may sue and be sued, implead and be  
 14 impleaded, answer and be answered, defend and be defended, in  
 15 courts of record and in any other place whatsoever; and by that  
 16 name may take, have, and hold, receive, possess, enjoy, and re-  
 17 tain lands, tenements, and hereditaments, moneys, goods, chat-  
 18 tels and effects, property, rights, and credits, and estates, real,  
 19 personal, and mixt, of what nature, kind, or quality soever; and  
 20 the same may sell, assign, grant, demise, alien, and dispose of, in  
 21 and by all manner of lawful ways and means whatsoever; and by  
 22 that name shall have succession during the continuance of this  
 23 act; and may make, have, and use a common seal, and the same  
 24 may break, alter, and renew at pleasure; and shall have power  
 25 to institute, make, ordain, establish, and execute all such by-laws,  
 26 ordinances, and regulations as shall be necessary or convenient  
 27 for carrying into effect the objects of the said institution, and for  
 28 the government of the said corporation, not being contrary to law  
 29 nor to the constitution thereof; and generally to do and execute  
 30 all acts necessary or proper for the objects of the said corpora-  
 31 tion, subject to the rules, regulations, restrictions, limitations,  
 32 and provisions hereinafter described and declared.

1     *Sec. 2. And be it further enacted,* That the whole capital and  
 2 joint stock of one million of dollars, current money of the Unit-  
 3 ed States, divided into shares of forty dollars each, and already  
 4 subscribed for, shall be vested in and paid to the said corpora-  
 5 tion; and one dollar thereof upon each share being already paid

6 at the time of subscribing, the residue thereof shall be paid by  
7 the respective subscribers aforesaid, their legal representatives,  
8 or assigns, to the said corporation, in such instalments as the  
9 president and directors may deem proper, thirty days' previous  
10 notice thereof being given by publishing the same in all the  
11 newspapers printed in Washington city; and if any of the  
12 said instalments, falling due for any share or shares at any of the  
13 times or periods prescribed for the payment thereof, shall not be  
14 punctually paid as aforesaid, every such share, for which any  
15 such instalment, falling due, shall be unpaid and in arrear, shall  
16 be forfeited to the said corporation, in which forfeiture every in-  
17 stalment and sum of money previously paid for such share or  
18 shares shall be included; which forfeiture shall be enforced, and  
19 the forfeited share or shares appropriated and disposed of, in  
20 such manner, upon such terms, and under such regulations and  
21 limitations as the president and board of directors hereinafter  
22 mentioned, or the stockholders, at a general meeting to be call-  
23 ed as hereinafter directed, shall or may direct or prescribe: and  
24 the said corporation may recover, by action of debt in any court  
25 of the United States, or of any state or territory thereof, against  
26 any delinquent stockholder, the amount of any of the said in-  
27 stalments, and all other instalments and sums of money at any  
28 time falling due for his or her share or shares, either created and  
29 subscribed for already, or hereafter to be created and subscrib-  
30 ed for, together with legal interest from the time or times such

31 instalment or instalments shall have become due and payable;  
32 excepting nevertheless, all such shares as shall have been for-  
33 feited to the said corporation as aforesaid, and the forfeiture ac-  
34 tually enforced: and no dividend shall be struck or declared upon  
35 any share or shares of any delinquent stockholder, during the  
36 time that the holder thereof shall continue to be in default for  
37 the non-payment of any instalment or sum of money due and pay-  
38 able to the said corporation for such share or shares: and it shall  
39 be at the option of any stockholder, unless it be otherwise pro-  
40 vided and prescribed by the said president and board of direc-  
41 tors, to pay, at any time, in advance, for his or her share or  
42 shares, the whole or any of the said instalments; but no such  
43 payment in advance shall commence to operate as an enhance-  
44 ment of the dividend or dividends to be struck or declared upon  
45 such share or shares, until the first day of the month then next  
46 ensuing the time of such payment: it shall be in the power never-  
47 theless, if the stockholders, at a general meeting to be called as  
48 hereinafter directed, to regulate, in such manner as they shall  
49 deem proper, the admission of such payments in advance: *Pro-*  
50 *vided also*, That one fourth part of said capital stock of one mil-  
51 lion of dollars shall be subscribed and actually paid in before  
52 the said bank shall go into operation: *And provided also, never-*  
53 *theless*, That if the whole of the capital stock of one million of  
54 dollars shall not have been actually paid in at the expiration of  
55 two years, the amount of capital stock of said bank may be limi-

56 ted by congress and fixed at the sum which shall have been ac-  
 57 tually paid in at the expiration of the said two years; and the sum  
 58 fixed and established in such manner by congress, shall thereaf-  
 59 ter be deemed and held to be the whole amount of capital stock  
 60 of said bank, during the continuance of the same.

1     *Sec. 3. And be it further enacted,* That the said bank shall  
 2 be established in the city of Washington, between second  
 3 street west and sixteenth street west, and north of the Tiber,  
 4 and shall commence its operations as soon after the fourth day  
 5 of April next as circumstances will permit.

1     *Sec. 4. And be it further enacted,* That for the better  
 2 and more convenient government, conduct, and management of  
 3 the said bank, and of the business and affairs of the said cor-  
 4 poration, there shall be elected and appointed, in the manner  
 5 hereinafter directed, thirteen directors, or such other number  
 6 of directors as the said corporation, at a general meeting, to be  
 7 called as hereinafter directed, shall ordain and prescribe; of  
 8 which thirteen directors, nine at least shall be, at the time of  
 9 election, citizens and inhabitants of the city of Washington  
 10 aforesaid; or if the number of directors shall be more than  
 11 thirteen, such a proportion of the same shall be, at the time of  
 12 election, citizens and inhabitants of the said city, as to be equi-  
 13 valent to two-thirds at least of the whole number, and in no  
 14 case less than nine: The directors shall elect and appoint from  
 15 their own body a president, who in case of his necessary

16 absence, by reason of sickness or other cause, may, by writing  
17 under his hand and seal, appoint one of the directors, being a  
18 citizen and inhabitant as aforesaid, to act in his stead during  
19 his absence; or if he neglect or be unable to make such appoint-  
20 ment, the directors shall proceed to make the same; and if the  
21 absence or disability of the president, for whatever cause, shall  
22 continue for the space of three months successively, the office  
23 shall be deemed vacant; and in that, as in all other cases of  
24 vacancy in the office of president, the directors, for the time  
25 being, shall proceed to supply the same by the election of  
26 another president for the residue of the term: The president  
27 in every case shall be taken from among the directors, shall  
28 reside at the said city, and shall not be elected or appointed by  
29 less than a majority of the directors for the time being; no per-  
30 son shall be capable to be elected a director of the said bank,  
31 who shall be, at the time of election, an officer or a director of  
32 any other bank; nor shall any person be capable to be so elected  
33 unless he be, at the time of his election, a citizen and inhabi-  
34 tant of the United States, and a stockholder of the said bank;  
35 and if any person, after being elected a director, shall cease to  
36 be a stockholder, he shall, instantly thereupon, cease to be a  
37 director; if any vacancy shall at any time happen among the  
38 directors, by death, resignation, or otherwise, the residue of  
39 the directors, for the time being, or a majority of them, shall  
40 elect a director to fill every such vacancy.

1     **Sec. 5. *And be it further enacted, That*** on the first Monday  
2     in April, in the year one thousand eight hundred and fifteen, and  
3     on the first Monday in April, yearly and every year thereafter,  
4     there shall be holden, from ten o'clock in the forenoon until  
5     five o'clock in the afternoon, at such place in the city of Wash-  
6     ington as the president and directors shall, from time to time,  
7     previously appoint and designate, (of which they shall give no-  
8     tice by advertisement, for four weeks successively, in one or  
9     more newspapers published at the said city,) an election for the  
10    prescribed number of directors, to be voted for by ballot, and  
11    elected by the individual stockholders and members of the said  
12    corporation, for the time being; and the directors so elected,  
13    shall meet on the day succeeding their election respectively,  
14    and immediately proceed to the choice of a president; and the  
15    president and directors, for the time being, as well those alrea-  
16    dy elected and appointed as those hereafter to be elected and  
17    appointed under the authority of this act, shall continue in of-  
18    fice, and in all things have, possess, and exercise all the pow-  
19    ers, functions, and authority of the president and directors of  
20    the said bank as a body corporate, until others, to be duly elect-  
21    ed in their places, shall be organized by the assembling of a  
22    quorum and the choice of a president; every such election shall  
23    be holden under the superintendence of the president, for the  
24    time being, and four stockholders, (not being at the time direc-  
25    tors) to be appointed by the president and directors for the

time being; and any three of the four stockholders, so appointed, together with the president for the time being, shall be competent to act; the said superintendents shall, upon closing the election and counting the votes, immediately prepare a return of the election, and notify the persons elected to meet on the ensuing day at the bank; to which meeting the said superintendents shall make due return of the election, certified under their hands and seals, which shall be filed and recorded among the archives and proceedings of the said corporation; and the persons qualified to be elected directors as aforesaid, having the greatest number of votes at any such election, shall be deemed to be duly elected; but in case of an equality of votes for any two or more persons, so qualified and so having the greatest number of votes, the residue of the individuals having the greatest number of votes at such election, or a majority of them, shall at their said meeting on the day next succeeding such election, in the first instance determine, by ballot, which of the qualified persons having such equality of votes shall be the director or directors: and if, upon counting the ballots delivered by the voters at any such election, it shall appear that any stockholder had voted, upon his ballot, for a greater number of directors than what are or shall have been prescribed as aforesaid, the said superintendents shall, immediately upon such discovery and before proceeding to the examination or counting of any other ballots, determine, by the casting of lots, which of



51 the superfluous names appearing on said ballot shall be stricken  
52 out, so as to reduce the persons voted on such ballot to the  
53 proper number prescribed as aforesaid. All stockholders and  
54 members of the said corporation, voting at any such election,  
55 shall vote by delivering their ballots respectively, in proper per-  
56 son; except such as shall be absent from the city of Washing-  
57 ton at the time of election, who may vote by proxy duly consti-  
58 tuted by letter of attorney, in such form and under such regu-  
59 lations and restrictions as the said president and directors shall  
60 prescribe; and the vote of each stockholder at every such  
61 election, shall be counted in proportion to his or her number of  
62 shares in the joint stock of the said corporation, according to  
63 the following rate, viz.: one for each and every share, not ex-  
64 ceeding ten, and one for every five shares over and above ten:  
65 *Provided however*, That the vote of no stockholder shall be  
66 counted upon any share or shares, acquired and transferred at  
67 any time within sixty days next preceding such election: *And*  
68 *provided also*, That no person whatsoever, holding any office  
69 or trust in the said bank, by appointment of the president  
70 and directors, shall be permitted to vote or to deliver in any bal-  
71 lot, at any such election, either in his own right, or as proxy  
72 for another.

1 Sec. 6. *And be it further enacted*, That the president and di-  
2 rectors shall have full power to make, revise, alter, and annul  
3 all such rules, orders, by-laws, and regulations for the govern-

4 ment and conduct of the officers, servants, and affairs of the  
5 said corporation, as they shall, from time to time, think expedient, so as the same be not contrary to law, nor to any of the  
6 fundamental rules, by-laws, and regulations, instituted and established by the stockholders in general meeting; and to use,  
7 employ, and dispose of the capital stock, funds, and property of  
8 the said bank for the interest and benefit of the stockholders,  
9 subject only to the restrictions herein contained, or to be instituted and ordained by the stockholders in general meeting as  
10 aforesaid; but the said bank shall not take for discounting any  
11 bill or note more than at the rate of six per centum per annum  
12 upon the amount due by such bill or note.

1     *Sec. 7. And be it further enacted,* That all bills, bonds, notes,  
2 and every contract and engagement, on behalf of the company,  
3 for the payment of money, shall be signed by the president and  
4 countersigned or attested by the cashier, and shall thereupon be  
5 obligatory upon the said body corporate: and the funds of the  
6 said company shall not be held responsible for any contract or  
7 engagement whatever, unless signed and countersigned or attested as aforesaid.

1     *Sec. 8. And be it further enacted,* That the books, papers,  
2 correspondence, and funds of the said company, shall at all  
3 times be subject to the inspection of the directors.

1     *Sec. 9. And be it further enacted,* That the president and directors shall have power to appoint a cashier and all other

3 officers and servants for executing the business of the said  
 4 bank, and to establish the compensation to be made to the pre-  
 5 sident, officers, and servants of the said bank respectively; and  
 6 which, together with all other necessary expenses, shall be de-  
 7 frayed out of the funds of the corporation.

1     Sec. 10. *And be it further enacted,* That the shares in the  
 2 capital and joint stock at any time owned by any individual stock-  
 3 holder, shall be transferrable on the books of the bank, ac-  
 4 cording to such rules as may, conformably to law, be establish-  
 5 ed in that behalf by the president and directors, but all debts  
 6 actually due and payable to the bank (days of grace for pay-  
 7 ment being passed) by a stockholder being about to make any  
 8 such transfer, must be satisfied before such transfer shall be  
 9 made, unless the president and directors shall otherwise direct.

1     Sec. 11. *And be it further enacted,* That no transfer of stock  
 2 in the said bank shall be binding upon the company, unless  
 3 made in a book to be kept for that purpose in bank. And it is  
 4 hereby declared, that any stockholder who shall transfer, in  
 5 manner aforesaid, all his interest to any other person or per-  
 6 sons, shall thereupon cease to be a member of this corporation;  
 7 and any person or persons who shall accept a transfer in man-  
 8 ner aforesaid, shall thereupon become and be a member of the  
 9 said corporation.

1     Sec. 12. *And be it further enacted,* That the joint stock or  
 2 property of the said corporation shall alone be answerable for

3 the debts and engagements thereof; and no person, having a  
4 claim against the bank, shall, on any pretence whatever, have  
5 recourse to the separate property of any present or future mem-  
6 ber of the said corporation.

1     Sec. 13. *And be it further enacted*, That the first dividend  
2 of the profits of the company, or so much thereof as shall be  
3 deemed expedient, shall be declared at such time as the said  
4 president and directors shall determine, and all subsequent di-  
5 vidends half yearly thereafter. The amount of said dividends  
6 shall, from time to time, be determined by the president and  
7 directors at a meeting held for that purpose; and shall, in no  
8 case, exceed the amount of the net profits actually acquired by  
9 the company, so that the capital stock of the said company shall  
10 never be impaired by dividends.

1     Sec. 14. *And be it further enacted*, That if the said president  
2 and directors shall at any time wilfully and knowingly make or  
3 declare any dividend which shall impair the said capital stock,  
4 all the members present at the making and declaring of such  
5 dividend, and consenting thereto, shall be liable, in their indivi-  
6 dual capacities, to the company for the amount or proportion  
7 of said capital stock so divided by the said directors; and each  
8 director who shall be present at the making or declaring such  
9 dividend, shall be deemed to have consented thereto, unless he  
10 shall immediately enter in writing his dissent on the minutes of  
11 the proceedings of the board, and give notice to the stockholders  
12 that such dividend has been declared.

1     Sec. 15. *And be it further enacted,* That the said bank  
 2 shall not at any time discount or loan a greater sum than double  
 3 the amount of the capital stock thereof actually paid in.

1     Sec. 16. *And be it further enacted,* That the said corporation  
 2 shall, in no case, be owner of any ships or vessels, or be direct-  
 3 ly or indirectly concerned in the importation or exportation, pur-  
 4 chase or sale of any goods, wares, or merchandise whatever, in  
 5 the way of trade, except moneys, bills of exchange, negotiable  
 6 notes, and other choses in action, bank stock, public securities,  
 7 and bullion, and such ships, vessels, goods, wares, and merchan-  
 8 dise, as shall be truly pledged to them by way of security for  
 9 debts due, owing or growing due to the said corporation, or pur-  
 10 chased by it to secure such debts.

1     Sec. 17. *And be it further enacted,* That the said corporation  
 2 shall not purchase or hold any lands, tenements, or other real es-  
 3 tates, other than what may be necessary for the convenient trans-  
 4 action of its business; unless such lands, tenements, or real es-  
 5 tates shall have been *bona fide* mortgaged, or otherwise convey-  
 6 ed or bound, by way of security or satisfaction for debts previ-  
 7 ously contracted in the course of dealings, or purchased to secure  
 8 debts contracted with, or due to the said corporation: and in eve-  
 9 ry instance in which the bank may become the owners or claim-  
 10 ants of lands, tenements, or real estates, the president and direc-  
 11 tors are empowered to sell or dispose of the same in such man-  
 12 ner as they may deem beneficial for the said bank.

1     Sec. 18. *And be it further enacted,* That any number of stock-  
2 holders, not less than one hundred, who together shall be  
3 proprietors of two thousand five hundred shares may, for pur-  
4 poses relative to the interests of the institution, at any time ap-  
5 ply to the president and directors to call a meeting of the stock-  
6 holders; and if by them refused, the said number of stockhold-  
7 ers, proprietors of not less than the number of shares aforesaid,  
8 shall have power to call a general meeting of the stockholders;  
9 or the president and directors may, of their own motion, in like  
10 manner call such general meeting; and in every case a previous  
11 notification of such general meeting shall be published eight  
12 weeks successively in one or more of the newspapers of the city  
13 of Washington, specifying in such notice the object or objects of  
14 such call; and the place of such meeting shall be the banking  
15 house of the said corporation, or such other convenient place in  
16 the said city as the said meeting shall adjourn to: to constitute  
17 a quorum at such general meeting, there shall be present, in  
18 person, or by proxy duly constituted as aforesaid, either a ma-  
19 jority of the stockholders owning, in the aggregate, the major  
20 part of the shares in the capital stock; or any number of stock-  
21 holders owning, in the aggregate, at least three-fourths of the  
22 shares in the capital stock: and upon all questions, to be taken at  
23 such general meeting, each stockholder shall be entitled to the  
24 same number of votes, in proportion to his or her number of  
25 shares, and to vote by proxy under the same regulations and

26 restrictions as are herein before prescribed in the election of  
 27 directors: *Provided*, That no question shall be carried in the af-  
 28 firmative against the votes of the majority of stockholders, un-  
 29 less the holders and proprietors of three-fourths of the shares  
 30 in the capital stock concur; nor shall the question of dissolving  
 31 the corporation, and dividing the corporate funds and estates  
 32 among the constituent members, be carried in the affirmative, un-  
 33 less the holders and proprietors of two-thirds of the shares in  
 34 the capital stock concur: *And provided also*, That the vote of no  
 35 stockholder upon any share or shares, acquired and transferred  
 36 at any time after the publication of the call for such general  
 37 meeting, shall be counted at any greater rate than one for every  
 38 five of such shares.

1     Sec. 19. *And be it further enacted*, That, at least thirty days  
 2 preceding the election of directors, a complete list of the stock-  
 3 holders shall be made out; which list shall be open at the bank  
 4 for the inspection of any stockholder during the said period.

1     Sec. 20. *And be it further enacted*, That the president and di-  
 2 rectors shall be at liberty to loan to the government of the Unit-  
 3 ed States to the amount of one-third the capital stock paid in.

1     Sec. 21. *And be it further enacted*, That immediately on the  
 2 dissolution of the said corporation, which shall be on the fourth  
 3 day of April, eighteen hundred and thirty-five, or whenever such  
 4 dissolution shall be resolved on by the stockholders, in general  
 5 meeting as aforesaid, prompt and effectual measures shall be

- 6 taken by the president and directors for the time being, for clos-
- 7 ing all the concerns of the company, and for dividing the capital
- 8 and profits which may remain among the stockholders in pro-
- 9 portion to their respective interests.